

RECORDATION NO. 25359-T FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 17, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of: Memorandum of Railcar Financing Sublease Agreement (US) and Sublease Supplements No.5 and No 6, dated as of December 17, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination of the sublease and relates to the Memorandum of Railcar Financing Sublease Agreement previously filed with the Board under Recordation Number 25359-P.

The names and addresses of the parties to the enclosed document are:

Sublessor:	The Dow Chemical Company 2030 Dow Center Midland, Michigan 48764
Sublessee:	Arkema Inc. 2000 Market Street Philadelphia, Pennsylvania 19103

Chief, Section of Administration  
December 17, 2010  
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A description of the railroad equipment covered by the enclosed document is:

52 railcars within the series TELX 073166 - TELX 073288 (formerly DOWX 073166 - DOWX 073288) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of. Memorandum of Railcar Financing Sublease Agreement (US) and Sublease Supplements No 5 and No. 6.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**TERMINATION OF:  
MEMORANDUM OF RAILCAR FINANCING SUBLEASE AGREEMENT (US)  
AND SUBLEASE SUPPLEMENTS NO.5 AND NO. 6**

The undersigned, THE DOW CHEMICAL COMPANY, a Delaware Corporation, as "Sublessor", and Arkema, Inc, a Delaware corporation, as "Sublessee", are parties to (i) that certain Railcar Financing Sublease Agreement, dated as of January 25, 2010 (the "Sublease") as supplemented by Sublease Supplement No. 5 dated January 25, 2010 and Sublease Supplement No. 6 dated January 25, 2010, (individually, a "Lease Supplement" and collectively, the "Lease Supplements"), and (ii) that certain Memorandum of Railcar Financing Sublease Agreement (U.S.), dated as of May 28, 2010, as recorded with the Surface Transportation Board on May 28, 2010 under recordation number 25359-P (the "Memorandum of Sublease"), all with respect to the railcars identified on Schedule A hereto (the "Equipment"). The undersigned parties do hereby give notice of the termination of the Sublease, as provided under the terms of a certain Termination and Release Agreement dated December 17, 2010.

Effective as of 5:00 p.m. EST on the date hereof, Sublessor does hereby release Sublessee from each and all of its obligations and any claims and demands of every kind and nature, known and unknown, suspected and unsuspected, disclosed and undisclosed, arising out of or in connection with the Sublease, the Memorandum of Sublease and each Sublease Supplement related thereto, which are hereby terminated and rendered null and void; provided, however, that, as specified in the Termination and Release Agreement, the Sublessor does not waive or release the Sublessee from any obligations, claims or demands arising from indemnifications or liabilities contained in the Sublease, Memorandum of Sublease or any Sublease Supplement related thereto and released above, which, by their respective terms, expressly survive the expiration or termination of the Sublease, the Memorandum of Sublease and the Sublease Supplements related thereto.

[Signature Page Follows]

The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

Dated. December 17, 2010

THE DOW CHEMICAL COMPANY,  
as Sublessor

By: \_\_\_\_\_  
Name: Fernando Ruiz  
Title: Corporate Vice President and Treasurer

*3th  
5/24*

ARKEMA, INC.,  
as Sublessee

By: \_\_\_\_\_  
Name: Bernand Roche  
Title: President and Chief Executive Officer

Signature Page to Termination of: Memorandum of Railcar Financing Lease Agreement (US) and  
Lease Supplements No. 1, No. 2, No. 3, No. 4, No. 5 and No. 6

STATE OF MICHIGAN

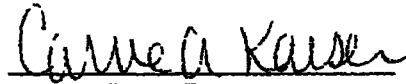
)

) SS

COUNTY OF MIDLAND

)

On this 14<sup>th</sup> day of December, 2010, before me personally appeared in the City of Midland, State of Michigan, Fernando Ruiz, to me personally known, who being by me duly sworn, says that she/he is the Corporate Vice President and Treasurer of The Dow Chemical Company that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My commission expires: 10/12/2016


The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

Dated: December, 2010

THE DOW CHEMICAL COMPANY,  
as Sublessor

By: \_\_\_\_\_  
Name: Fernando Ruiz  
Title: Corporate Vice President and Treasurer

ARKEMA, INC.,  
as Sublessee

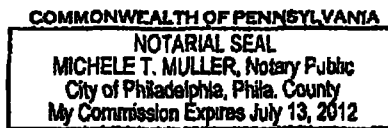
By:  \_\_\_\_\_  
Name: Bernard Roche  
Title: President and Chief Executive Officer

COMMONWEALTH  
STATE OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) SS

On this 15<sup>th</sup> day of DEC, 2010, before me personally appeared in  
the City of PHILADELPHIA State of COMMONWEALTH OF PENNSYLVANIA,  
BERNARD ROCHE, to me personally known, who being by me duly sworn,  
says that ~~she~~ he is the PRESIDENT & CEO of  
ARKEMA INC., that the foregoing instrument was signed and  
sealed on behalf of said corporation, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation

  
Notary Public

[NOTARIAL SEAL]



My commission expires: JULY 13, 2012

## **SCHEDULE A**

### **Railcar Equipment Schedule**

#### **EQUIPMENT**

DOWX073166/TELX073166  
DOWX073170/TELX073170  
DOWX073176/TELX073176  
DOWX073181/TELX073181  
DOWX073186/TELX073186  
DOWX073189/TELX073189  
DOWX073190/TELX073190  
DOWX073191/TELX073191  
DOWX073192/TELX073192  
DOWX073198/TELX073198  
DOWX073199/TELX073199  
DOWX073201/TELX073201  
DOWX073202/TELX073202  
DOWX073213/TELX073213  
DOWX073215/TELX073215  
DOWX073218/TELX073218  
DOWX073220/TELX073220  
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DOWX073240/TELX073240  
DOWX073241/TELX073241  
DOWX073242/TELX073242  
DOWX073249/TELX073249  
DOWX073255/TELX073255  
DOWX073256/TELX073256  
DOWX073257/TELX073257  
DOWX073259/TELX073259  
DOWX073260/TELX073260  
DOWX073263/TELX073263  
DOWX073264/TELX073264  
DOWX073265/TELX073265  
DOWX073267/TELX073267  
DOWX073268/TELX073268  
DOWX073269/TELX073269



DOWX073272/TELX073272  
DOWX073280/TELX073280  
DOWX073281/TELX073281  
DOWX073283/TELX073283  
DOWX073284/TELX073284  
DOWX073286/TELX073286  
DOWX073287/TELX073287  
DOWX073288/TELX073288

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/17/10



Robert W. Alvord